

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LOWER MANHATTAN DIALYSIS CENTER, INC.,
L-M DIALYSIS CORPORATION, LANTZ-MATALON
CHINATOWN ASSOCIATES, INC., and CHINATOWN
DIALYSIS CENTER, L.L.C.,

Plaintiffs,

07 Civ. 06903 (DLC)

- against -

JOHN P. LANTZ, M.D. and MARIE LANTZ,

Defendants.
-----X

DECLARATION OF MIRIAM SINITZKY

Pursuant to 28 U.S.C. § 1746, Miriam Sinitzky, declares under penalty of perjury:

1. I am the administrator for each of the Plaintiffs in the within action, LOWER MANHATTAN DIALYSIS CENTER, INC. ("**LMDC**"), L-M DIALYSIS CORPORATION ("**L-M**"), LANTZ-MATALON CHINATOWN ASSOCIATES, INC. and CHINATOWN DIALYSIS CENTER, L.L.C. ("**CDC**"), and am the chief operating officer of LMDC, L-M and CDC. I am fully familiar with the facts set forth herein.
2. CDC was, and still is, a limited liability company organized and existing under and pursuant to the laws of the State of New York since December 14, 2000. A copy of the Articles of Organization, together with the Certificate of Amendment of the Articles of Organization, are collectively annexed as Exhibit "A". Since commencing business operations, CDC has maintained its place of business in the City, County and State of New York. CDC is engaged in the business of ownership, establishment, management and operation of a chronic renal dialysis facility.

3. At the outset, CDC was wholly-owned by LMDC. However, on May 1, 2001, LMDC sold and transferred to Dang Dung Nguyen, M.D. ("**DR. NGUYEN**") a ten (10%) percent membership interest in CDC. Dr. Nguyen is a nephrologist actively engaged as a co-medical director of the chronic renal dialysis facility operated by CDC.

4. At all times since May 1, 2001, CDC's business records evidence and reflect that Dr. Nguyen has resided at 7 Aspen Court, Warren, New Jersey 07059. A redacted copy of the Schedule K-1 issued by CDC to Dr. Nguyen for the calendar year 2006 is attached as Exhibit "B". The Schedule K-1 records Dr. Nguyen 's 10 percent interest in CDC and lists his place of residence as 7 Aspen Court, Warren, New Jersey.

I declare under the penalty of perjury that the foregoing is true and correct. Executed this 16th day of August, 2007, at New York, New York.

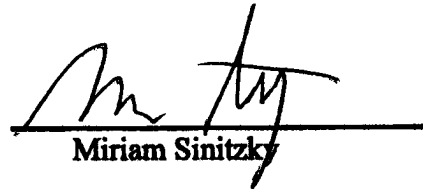

Miriam Sinitzky

Exhibit A

N. Y. S. DEPARTMENT OF STATE

DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: CHINATOWN DIALYSIS CENTER, L.L.C.

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: NEWY

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45 *

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FILED:12/14/2000 DURATION:***** CASH#:001214000059 FILM #:001214000056

ADDRESS FOR PROCESS

EXIST DATE

LOWER MANHATTAN DIALYSIS CENTER, INC.
323 EAST 34TH STREET
NEW YORK, NY 10016-----
12/14/2000REGISTERED AGENT
-----

THIS FILING HAS AN ASSOCIATED PUBLICATION REQUIREMENT. THE NEWSPAPERS IN WHICH THIS PUBLICATION IS TO BE MADE ARE DESIGNATED BY THE COUNTY CLERK OF THE COUNTY IN WHICH THE ENTITY'S OFFICE IS LOCATED. CONTACT THE RESPECTIVE COUNTY CLERK FOR FURTHER INFORMATION.

=====				
FILER	FEES	235.00	PAYMENTS	235.00
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	FILING	200.00	CASH	0.00
LEBOEUF LAMB GREENE & MACRAE L.L.P.	TAX	0.00	CHECK	0.00
125 WEST 55TH STREET	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	235.00
NEW YORK, NY 10019-5389	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

929465/AJC

DOS-1025 (11/89)

State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **DEC 18 2000**



Special Deputy Secretary of State

F001214000056

CSC 45

ARTICLES OF ORGANIZATION

OF

CHINATOWN DIALYSIS CENTER, L.L.C.

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company shall be Chinatown Dialysis Center, L.L.C. (the "Company").

SECOND: The effective date of these Articles of Organization is upon filing.

THIRD: The office of the Company shall be located in New York County, State of New York.

FOURTH: The purposes for which the Company is formed are:

(a) to research the feasibility of establishing a diagnostic and treatment center or other health care facility dedicated to the delivery of dialysis and related services in the State of New York, County of New York, to patients in need of such services;

(b) to conduct research and planning activities with respect to the establishment of such a diagnostic and treatment center or other health care facility in the State of New York, County of New York; and

/

(c) to conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment or attainment of the foregoing purposes, and to exercise such general powers and purposes in connection with the foregoing purposes as are permitted under the New York Limited Liability Company Law.

FIFTH: The Secretary of State of the State of New York is designated as the agent of service for the Company upon whom process against it may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Company served upon the Secretary of State is:

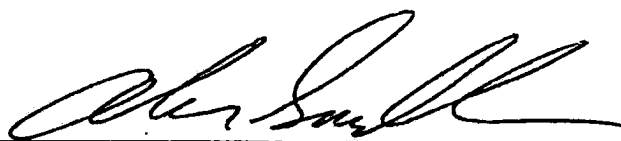
Lower Manhattan Dialysis Center, Inc.
323 East 34th Street
New York, New York 10016

SIXTH: The Company shall not directly or indirectly participate in the ownership or operation of a diagnostic and treatment center, or any other facility licensed or certified pursuant to Article 28 of the New York State Public Health Law or any other statute or regulation, without first obtaining all applicable regulatory approvals and effecting appropriate amendments to these Articles of Organization. The Company shall not engage in the practice of the profession of medicine or any other profession required to be licensed under Title VIII of the Education Law of the State of New York, or operate a school, or engage in any other activity requiring approval of the New York State Commissioner of Education, without first obtaining all applicable regulatory approvals and effecting appropriate amendments to these Articles of Organization..

2

SEVENTH: To the maximum extent permitted by law, the members of the Company shall have no liability of any kind for debts, liabilities, or any obligations of the Company.

IN WITNESS WHEREOF, this Articles of Organization have been subscribed this 11th day of December, 2000 by the undersigned who affirms that the statements made herein are true under penalties of perjury.

A handwritten signature in dark ink, appearing to read 'Alan H. Sonnenklar', is written over a horizontal line.

Alan H. Sonnenklar, Esq., Organizer
LeBoeuf, Lamb, Greene & MacRae, LLP
125 West 55th Street
New York, New York 10019

F001214000 056

ARTICLES OF ORGANIZATION

CSC 45

OF

CHINATOWN DIALYSIS CENTER, L.L.C.

Section 203 of the Limited Liability Company Law

FILED

DEC 14 9 53 AM '00

Filer:

Leboeuf Lamb Greene & Macrae L.l.p.
125 West 55th Street
New York, NY 10019-5389

Cust. Ref#929465/AJC

DRAWDOWN

DEC 13 11 27 AM '00

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 14 2000
TAX \$
BY: pa

4

001214000 059

FILING RECEIPT

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ENTITY NAME: CHINATOWN DIALYSIS CENTER, L.L.C.

DOCUMENT TYPE: AMENDMENT (DOM LLC)
PROVISIONS

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

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FILED:12/31/2002 DURATION:***** CASH#:021231000128 FILM #:021231000123

ADDRESS FOR PROCESS

REGISTERED AGENT



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FILER	FEES	95.00	PAYMENTS	95.00
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HOLLAND & KNIGHT LLP	FILING	60.00	CASH	0.00
195 BROADWAY	TAX	0.00	CHECK	95.00
	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10007-3189	COPIES	10.00	DRAWDOWN	0.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

=====				

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **January 3, 2003**



A handwritten signature in black ink, appearing to read "R. A. J.", is written over the printed title.

Secretary of State

1021231000/23

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION
OF

CHINATOWN DIALYSIS CENTER, L.L.C.

Under Section 211 of the Limited Liability Company Law

The undersigned, being the organizer and attorney-in-fact of Chinatown Dialysis Center, L.L.C. (the "Company"), hereby certifies:

1. The name of the Company is Chinatown Dialysis Center, L.L.C.
2. The Articles of Organization of the Company (the "Articles") were filed with the Department of State of the State of New York on December 14, 2000. The Company was formed under the Limited Liability Company Law of the State of New York (the "LLCL").

3. Subparagraph (c) of Paragraph Fourth of the Articles is hereby renumbered as subparagraph (d) of Paragraph Fourth.

4. The Articles are hereby amended to effect an enlargement of the purposes of the Corporation pursuant to Section 211 of the LLCL in accordance with the following provisions of Paragraph 5(b) hereof. Paragraph Fourth of the Articles is hereby amended to add the following new subparagraph (c) of Paragraph Fourth:

1

(c) to establish, own, operate and maintain a diagnostic and treatment center, as such term is defined in the New York State Public Health Law and the regulations issued pursuant thereto (collectively, the "PHL"), located at 150 Lafayette Street or at such other location as may be approved by the New York State Department of Health (the "Department") in accordance with the PHL, and to establish, own, operate and maintain such a diagnostic and treatment center, and any extension clinics or part-time clinics thereof, as such terms are defined in the PHL, as may be approved in accordance with the PHL.

5. Paragraph Sixth of the Articles is hereby amended to provide the following:

SIXTH: The Company shall not directly or indirectly participate in the ownership or operation of a diagnostic and treatment center, or any other facility licensed or certified pursuant to Article 28 of the New York State Public Health Law or any other statute or regulation, without first obtaining all applicable regulatory approvals and effecting appropriate amendments to these Articles of Organization. The Company shall not operate a school without first obtaining all applicable regulatory approvals and effecting appropriate amendments to these Articles of Organization.

6. The Company shall be managed by one or more of its Members. To the extent required by applicable statutes and regulations, neither the management structure of the Company, nor the provisions of the Operating Agreement of the Company relating to the management structure of the Company, shall be deleted, modified or amended without the prior approval of the Department.

7. Notwithstanding any provision of these Articles or the Operating Agreement of the Company to the contrary, transfers, assignments or other dispositions of membership interests or voting rights shall be effectuated in accordance with the applicable provisions of PHL § 2801-(a)(4)(b).

8. The above amendments of the Articles were authorized by resolution of the members of the Company (the "Members") pursuant to the written consent of the Members, a copy of which is attached hereto as an exhibit.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed as of the 18th day of March, by the undersigned, who affirms that the statements contained herein are true under penalties of perjury.



Alan H. Sonnenklar, Esq.
Organizer and Attorney-in-Fact
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019
(212) 424-8000



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

December 3, 2002

Ms. Miriam Sinitzky
Chief Operating Officer
Lower Manhattan Dialysis Center
323 East 34th Street
New York, New York 10016

Re: Certificate of Amendment of the Articles of Organization of Chinatown
Dialysis Center, L.L.C.

Dear Ms. Sinitzky:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 20th day of September, 2002, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Articles of Organization of Chinatown Dialysis Center, L.L.C., dated March 18, 2002.

Sincerely,

Karen S. Westervelt
Executive Secretary

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021231000/23

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION
OF**

CHINATOWN DIALYSIS CENTER, L.L.C.

(Under Section 211 of the Limited Liability Company Law)

FILED

2002 DEC 31 PM 12:18

Dec 27 2 06 PM '02

100
**STATE OF NEW YORK
DEPARTMENT OF STATE**

DEC 31 2002

[Signature]
**HOLLAND & KNIGHT LLP
195 BROADWAY
NEW YORK, NY
10007-3189**

**FILED
TAXS _____
BY: *[Signature]***

Dec 30 4 05 PM '02
RECEIVED

5

Dec 26 2 15 PM '02

021231000/28

Exhibit B

Schedule K-1
(Form 1065)Department of the Treasury
Internal Revenue Service

2006

For calendar year 2006, or tax

year beginning _____, 2006
ending _____Partner's Share of Income, Deductions,
Credits, etc.

See separate instructions.

Information About the Partnership

- A** Partnership's employer identification number
13-4163720
- B** Partnership's name, address, city, state, and ZIP code
Chinatown Dialysis Center, LLC
150 Lafayette Street
New York, NY 10013
- C** IRS Center where partnership filed return
Cincinnati, OH
- D** ☐ Check if this is a publicly traded partnership (PTP)
- E** ☐ Tax shelter registration number, if any _____
- F** ☐ Check if Form 8271 is attached

Information About the Partner

- G** Partner's identifying number
R
- H** Partner's name, address, city, state, and ZIP code
Dang Dung Nguyen
7 Aspen Court
Warren, NJ 07059
- I** ☒ General partner or LLC member-manager ☐ Limited partner or other LLC member
- J** ☒ Domestic partner ☐ Foreign partner
- K** What type of entity is this partner? Individual
- L** Partner's share of profit, loss, and capital:
- | | Beginning | Ending |
|---------|------------|------------|
| Profit | 10.00000 % | 10.00000 % |
| Loss | 10.00000 % | 10.00000 % |
| Capital | 10.00000 % | 10.00000 % |
- M** Partner's share of liabilities at year end:
- | | | |
|---------------------------------|----|----|
| Nonrecourse | \$ | R |
| Qualified nonrecourse financing | \$ | 0. |
| Recourse | \$ | |
- N** Partner's capital account analysis:
- | | | |
|-------------------------------------|----|---|
| Beginning capital account | \$ | R |
| Capital contributed during the year | \$ | |
| Current year increase (decrease) | \$ | P |
| Withdrawals and distributions | \$ | P |
| Ending capital account | \$ | R |
- ☐ Tax basis ☐ GAAP ☒ Section 704(b) book
- ☐ Other (explain) _____

☐ Final K-1☐ Amended K-1651106
OMB No. 1545-0049

Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1	Ordinary business income (loss)	15 Credits
A	R	
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	16 Foreign transactions
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)	A R
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
11	Other income (loss)	
12	Section 179 deduction	19 Distributions
13	Other deductions	A R
I	R	20 Other information
14	Self-employment earnings (loss)	
A	R	
C	R	

*See attached statement for additional information.

Schedule K-1 (Form 1065) 2006 Dang Dung Nguyen

13-4163720

Page 2

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's instructions for Schedule K-1 and the instructions for your income tax return.

	Code	Report on
1 Ordinary business income (loss). You must first determine whether the income (loss) is passive or nonpassive. Then enter on your return as follows:		
Passive loss		
Passive income		
Nonpassive loss		
Nonpassive income		
2 Net rental real estate income (loss)		
3 Other net rental income (loss)		
Net income		
Net loss		
4 Guaranteed payments		
5 Interest income		
6a Ordinary dividends		
6b Qualified dividends		
7 Royalties		
8 Net short-term capital gain (loss)		
9a Net long-term capital gain (loss)		
9b Collectibles (28%) gain (loss)		
9c Unrecaptured section 1250 gain		
10 Net section 1251 gain (loss)		
11 Other income (loss)		
Code		
A Other portfolio income (loss)		
B Involuntary conversions		
C Section 1256 contracts and straddles		
D Mining exploration costs recapture		
E Cancellation of debt		
F Other income (loss)		
12 Section 179 deduction		
13 Other deductions		
A Cash contributions (50%)		
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		
F Capital gain property (20%)		
G Investment interest expense		
H Deductions — royalty income		
I Section 59(e)(2) expenditures		
J Deductions — portfolio (2% floor)		
K Deductions — portfolio (other)		
L Amounts paid for medical insurance		
M Educational assistance benefits		
N Dependent care benefits		
O Preproductive period expenses		
P Commercial revitalization deduction from rental real estate activities		
Q Pensions and IRAs		
R Reforestation expense deduction		
S Domestic production activities information		
T Qualified production activities income		
U Employer's W-2 wages		
V Other deductions		
14 Self-employment earnings (loss)		
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment		
B Gross farming or fishing income		
C Gross non-farm income		
15 Credits		
A Low-income housing credit (section 42(i)(5))		
B Low-income housing credit (other)		
C Qualified rehabilitation expenditures (rental real estate)		
D Other rental real estate credits		
E Other rental credits		
F Undistributed capital gains credit		
G Credit for alcohol used as fuel		
H Work opportunity credit		
I Welfare-to-work credit		
J Disabled access credit		
Code		
K Empowerment zone and renewal community employment credit		
L Credit for increasing research activities		
M New markets credit		
N Credit for employer social security and Medicare taxes		
O Backup withholding		
P Other credits		
16 Foreign transactions		
A Name of country or U.S. possession		
B Gross income from all sources		
C Gross income sourced at partner level		
Foreign gross income sourced at partnership level		
D Passive		
E Listed categories		
F General limitation		
Deductions allocated and apportioned at partner level		
G Interest expense		
H Other		
Deductions allocated and apportioned at partnership level to foreign source income		
I Passive		
J Listed categories		
K General limitation		
Other information		
L Total foreign taxes paid		
M Total foreign taxes accrued		
N Reduction in taxes available for credit		
O Foreign trading gross receipts		
P Extraterritorial income exclusion		
Q Other foreign transactions		
Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment		
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal — gross income		
E Oil, gas, & geothermal — deductions		
F Other AMT items		
18 Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income		
B Other tax-exempt income		
C Nondeductible expenses		
19 Distributions		
A Cash and marketable securities		
B Other property		
Other information		
A Investment income		
B Investment expenses		
C Fuel tax credit information		
D Qualified rehabilitation expenditures (other than rental real estate)		
E Basis of energy property		
F Recapture of low-income housing credit (section 42(b)(3))		
G Recapture of low-income housing credit (other)		
H Recapture of investment credit		
I Recapture of other credits		
J Look-back interest — completed long-term contracts		
K Look-back interest — income forecast method		
L Dispositions of property with section 179 deductions		
M Recapture of section 179 deductions		
N Interest expense for corporate partners		
O Section 453(i)(3) information		
P Section 453A(c) information		
Q Section 1260(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Information needed to figure depletion — oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Other information		

Chinatown Dialysis Center, LLC 13-4163720

1

Schedule K-1 (Dang Dung Nguyen), Supplemental Information
Supplemental Information

Item N (c) - Capital account adjustments:

Ordinary income (loss)		P.P.P.P.
Other deductions		
Depreciation		
Amounts paid for medical insurance		
Total		